

AMENDED BY-LAWS

OF

SAUGET SANITARY DEVELOPMENT & RESEARCH ASSOCIATION

A Not-For-Profit Corporation

ARTICLE I OFFICES

The principal office of the corporation in the State of Delaware shall be located in the City of Wilmington, County of New Castle. The corporation may have such other offices, either within or without the State of Delaware, as the Board of Directors may determine or as the affairs of the corporation may from time to time require.

The corporation shall have and continuously maintain in the State of Delaware a registered office and a registered agent whose office is identical with such registered office, as required by the provisions of Chapter 1 of Title 8 of the Delaware Code. The registered office may, but need not, be identical with the principal office in the State of Delaware, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may have and maintain such other registered agents and offices, outside of the State of Delaware, as the Board of Directors may determine or as the affairs of the corporation may from time to time require.

ARTICLE II MEMBERS

Section 1. Classes of Members. Unless and until otherwise provided by amendment to these By-Laws, there shall be only one class of membership which shall be known as "participating membership". The participating members shall consist of the initial participating members hereinafter named and any other person, firm or corporation which (i) maintains an industrial establishment within the corporate limits of the Village of Sauget, and (ii) is or may become a substantial user of, and does or may significantly contribute to the utilization of, the sewage treatment facilities in said Village, and (iii) maintains, in the sole determination of

As amended 12/8/78.

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the Board of Directors of the corporation, a substantial interest in the objects and purposes of the corporation and (iv) is voted into participating membership as herein provided by the Board of Directors of the corporation.

\* Section 2. Initial Members. The initial participating members of the corporation shall consist of Monsanto Company; ~~Mobil Oil Company, a Division of Socony Mobil Oil Company, Inc.; Cerro Copper Products Co.; Ethyl Petroleum Products, Inc., and Big River & Brass Company, a Division of Cerro Corporation, Midwest Rubber Zinc Corporation.~~ Reclaiming Company; and American Zinc Company of Illinois.

Section 3. Application for Membership. Except as to the initial participating membership, application for participating membership shall be made in writing, signed by the applicant, addressed to the Secretary hereof, pledging that the applicant will abide by the By-Laws, rules and regulations of the corporation. Upon receiving an application for such membership, the Secretary shall at once communicate by mail the same to the directors of the corporation. If the Board shall determine that such applicant meets the qualifications for participating membership as herein stated and if, at any meeting of the Board of Directors, a majority of the entire Board shall vote in favor of (i) admitting such applicant to participating membership and (ii) amending the By-Laws, if necessary, to permit representation on the Board of such new participating member, such applicant shall be considered elected.

Section 4. Termination of Membership. If, at any meeting of the Board of Directors, a majority of the entire Board shall vote in favor of terminating a participating member's membership, such member's membership shall forthwith be terminated, but such termination shall not relieve such terminated member of its obligations to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 5. Resignation. Any participating member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of its obligations to pay any dues, assessments or other charges theretofore accrued and unpaid.

\* As amended 1/14/89.

Section 6. Transfer of Membership. Membership in the corporation is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. After the year 1978, the annual meeting of the members shall be held on the second Friday in the month of January in each year at the hour of ten o'clock A.M., at the Village Hall of the Village of Sauget, St. Clair County, Illinois, for the purpose of reporting appointments of new directors to the Board and for the purpose of discussing the affairs of the corporation and presenting reports by members on matters of interest to the corporation. If the day fixed for the annual meeting shall be a legal holiday in the state in which the meeting is to be held, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Chairman or by the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual or special meeting of the members.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered personally to each member not less than ten nor more than thirty days before the date of such meeting, by or at the direction of the Chairman, or the Secretary. In case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. Delivery of a notice to an individual in a member's establishment located in the Village of Sauget authorized to receive communications directed to such member or to an officer of such member shall be deemed to constitute personal delivery under this Section.

Section 5. Quorum. A majority of the members shall constitute a quorum at any meeting of the members.

#### ARTICLE IV    BOARD OF DIRECTORS

Section 1.    General Powers.    The affairs of the corporation shall be managed and conducted by its Board of Directors (sometimes referred to herein as the "Board"). Directors need not be residents of the State of Delaware or members or employees of members of the corporation.

Section 2.    Number of Directors.    The Board of Directors shall consist of ten persons.

Section 3.    Appointment of Members of the Board.    The Board of Directors shall be appointed as follows: Five directors shall be appointed by Monsanto Company, one director shall be appointed by Edwin Cooper, Inc., one director shall be appointed by Cerro Copper Products Co., one director shall be appointed by Midwest Rubber Reclaiming Company, one director shall be appointed by AMAX Zinc Company, and one director shall be appointed by the President and Board of Trustees of the Village of Sauget. The Board of Directors may, at any time by amendment of the By-Laws, increase or decrease the number of directors which a particular participating member shall be entitled to appoint to the Board; and such member, upon being advised in writing of such increase or decrease, shall forthwith appoint an additional director or directors in conformity with the Board's action; provided, however, that the Village of Sauget and each participating member shall be entitled to the appointment of at least one director to the Board. Upon admission of any new participating member to the corporation, the Board, by a majority vote of the entire Board, shall also designate the number of directors which such new participating member shall be entitled to appoint and such new participating member shall forthwith make such appointment or appointments. Upon resignation or termination of a participating member's membership in the corporation, the directors appointed by such member shall automatically be removed from office and such member shall not be entitled to appoint any other director to the Board.

Section 4. Consideration of Certain Factors by Board. In determining the number of directors which shall from time to time compose the Board and the number of directors to be appointed by each respective participating member, the Board may take into consideration the use pattern of the Village sewerage facilities and the significance of each participating member's interest in and contribution to the objects and purposes of the corporation.

Section 5. Term. The term of office of each director shall be from the time of his appointment until the next annual meeting of the members and until his successor shall be duly appointed.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors which any participating member shall be entitled to appoint shall be filled by appointment by the participating member whose representation on the Board caused such vacancy or whose membership resulted in such increase; provided, however, that, in the case of the Village of Sauget's representative, a vacancy in such representation shall be filled by appointment by the President and Board of Trustees of the Village of Sauget.

Section 7. Removal of Directors. A participating member or the Village shall be entitled at any time to remove any director or directors appointed by it by furnishing to the Secretary of the corporation written notice of such removal, including in such notice a notification of the appointment of a new director or directors to fill the vacancy or vacancies occasioned by such removal or removals.

Section 8. Regular Meetings of Board. Regular monthly meetings of the Board shall be held without other notice than this By-Law at 10:00 o'clock A.M. on the second Friday of every month, beginning with the month of January, 1979 at the Village Hall of the Village of Sauget, St. Clair County, Illinois. The Board may, by resolution, provide different dates, times and places within the Village of Sauget for the holding of meetings.

Section 9. Special Meetings. Special Meetings of the Board may be called by or at the request of the Chairman or any four directors. The person or persons calling any such special meeting shall fix the time and place thereof.

Section 10. Notice. Notice of any special meeting of the Board shall be given at least five days previous thereto by written notice delivered personally, or by certified mail, to each director at his address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall be deemed to constitute a Waiver of Notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted at nor the purpose of any special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 11. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 12. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-Laws. Each director, whether or not he is also an officer of the corporation, shall be entitled to one vote on all matters on which action by the Board is permitted or required.

Section 13. Informal Action by Directors. Any action required by law or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all the directors.

Section 14. Indemnification of Officers and Directors. The Board, by assessment upon the participating members, or otherwise, shall indemnify any director or officer or any former director or officer against expenses incurred by him in connection with the

defense of any action, suit or proceeding in which such director or officer or former director or officer is made a party by reason of his being or having been a director or officer of the corporation, and against any amounts paid by him in settlement of, or in satisfaction of a judgment in, any such action, suit or proceeding (other than amounts paid or payable to the corporation), except in relation to matters as to which any such director or officer or former director or officer is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-Law, agreement, vote of the directors, or otherwise.

#### ARTICLE V   OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairman, one or more Vice Chairmen (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer. The Board may designate such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected at any meeting of the Board for such terms as the Board shall designate. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer appointed by the Board of Directors may be removed by the Board whenever in its judgement the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall be the principal officer of the corporation and shall in general supervise and control all of the affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of Chairman and such other duties as may from time to time be prescribed by the Board.

Section 6. Vice-Chairman. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice Chairman (or in the event there be more than one Vice Chairman, the Vice Chairmen in the order of their election) shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board.

Section 7. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody of and shall be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or the Board.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one



or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board. The Secretary shall also send an agenda to each director in advance of any regular or special meeting of the Board of Directors which sets forth the items of business that he believes are to be considered at the meeting.

#### ARTICLE VI    COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Board may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the corporation; provided, however, that no such committee shall have the authority of Board in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any officer of the corporation; amending the certificate of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority

shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Any committee not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution of the Board which shall set forth the purpose of such committee. Except as otherwise provided in such resolution, members of each such committee need not be members or employees of members or directors of the corporation. The Chairman of the corporation shall appoint the members of each such committee. Any member of such committee may be removed by the Chairman.

Section 3. Term of Office. Each member of a committee shall continue as such until his successor's appointment, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these by-Laws or with rules adopted by the Board.

#### ARTICLE VII . CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf

of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairman or a Vice Chairman of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

#### ARTICLE VIII BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having any authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

#### ARTICLE X SEAL

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XI      WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 1 of Title 8 of the Delaware Code or under the provisions of the certificate of incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII      RULES AND REGULATIONS

The Board may issue rules and regulations with respect to any of the affairs of the corporation.

ARTICLE XIII      AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the Board of Directors upon vote of a majority of the entire Board.